



**MARVEL**  
COMICS  
GROUP

12¢  
IND. 32  
MAY

# the X-MEN



APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



"BEWARE  
THE  
**JUGGERNAUT,**  
MY SON!"





Don Bolander, M.A., University of Chicago; B.S., Northwestern University; Director of Career Institute; authority on adult education

# Shamed by Your English?

*You can soon speak and write like a college graduate if you let me help you for 15 minutes a day.*

If you've ever been shamed by a mistake in English, maybe I can save you from years of disappointment.

I have met countless numbers of intelligent men and women who are being held back in their jobs and social lives, often without knowing it, because they cannot express themselves fully and easily.

## WHAT ABOUT YOU?

If people are not impressed by the way you speak and write—and if you're honest enough with yourself to admit it—you have already taken the first big step to success.

## HERE'S WHAT TO DO

You can master good English *without going back to school*. Over the years I have helped thousands of men and women *right in their own homes*.

I can help you, too, if you will give 15 minutes a day to the C.I. Method. My answers to the following questions explain why you need a command of good English and how easily you can *do something about getting ahead*.

**Question:** *What is so important about my ability to speak and write?*

**Answer:** People judge you by the way you speak and write, both in business and in social life.

**Question:** *What does a "command of good English" mean?*

**Answer:** It means you can express yourself clearly and easily without fear of embarrassment or making mistakes.

**Question:** *Are there other advantages to be gained by acquiring a command of good English?*

**Answer:** Yes! Words are actually "tools of thought." The more you learn about words and how to use them to form and express your ideas, the better your *thinking* becomes.

**Question:** *Wouldn't I have to go back to school for a command of good English?*

**Answer:** No, not any more. You can gain the ability to speak and write like a college graduate right in your own home in only 15 minutes each day.

**Question:** *How do I know your method works?*

**Answer:** There are thousands of letters in my files, testimonials from people in all walks of life who have used the proved Career Institute Method to achieve amazing results. If you send in the coupon below, I will share some of these letters with you.

**Question:** *How can I find out more about the Career Institute Method?*

**Answer:** I will gladly mail a free 32-page booklet to you. Just send a postcard or fill out and mail the coupon.

**DON BOLANDER, Dept. 212 B**

**Career Institute, 555 E. Lange Street, Mundelein, Ill. 60060**

Please mail me a free copy of your 32-page booklet, "How to Gain a Command of Good English."

Name \_\_\_\_\_

Street \_\_\_\_\_

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Zip Code \_\_\_\_\_



**X-MEN!** THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!

# "BEWARE THE JUGGERNAUT, MY SON!"

**WOULD'JA BELIEVE:**

WONDROUS WERNER  
COULDN'T DECIDE  
WHETHER TO START  
OFF THIS ISN WITH A  
SYMBOLIC SHOT OF OUR  
VITUPEROUS VILLAIN,  
OR A LOOK-SEE AT OUR  
MERRY-MAKING MUTANTS

--SO, HE TRIED FOR  
**BOTH!**  
(WELL THEN, WOULD'JA  
BELIEVE THAT WE'RE  
JUST PLAIN SNEAKY?)  
AND NOW, LET THE  
PULSATING  
PYROTECHNICS  
BEGIN--!

## COFFEE A GO-GO



**SPECIAL AGONIZIN' APOLOGIA!**  
WE HAD TO DO IT! OUR MIND-SNAPPIN' SAGA WAS JUST TOO EARTH-SHAKING TO CROWD INTO TWENTY PAGES--SO WE HADDA MAKE IT A TWO-PARTER! FORGIVE US, FAITHFUL ONE...

**BUT, BEFORE WE FORGET--IT'S SHARE-THE-BLAME TIME AGAIN!**

**STAN LEE**  
PROUDLY PRESENTS (AND EVEN EDITS)  
A ROY THOMAS-WERNER ROTH  
CATAPHORICALLY CATACTYSMIC  
CO-PRODUCTION!  
INKED BY JOHN TARTAGLIONE  
LETTERED BY: ARTIE SIMEK  
CATERED BY: HONEST IRV

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QUICKLY, THE USUAL INTROS FOLLOW, AND...

I HADN'T SEEN CANDY IN A COUPLE OF YEARS-- TILL I BUMPED INTO HER AT A DISKO!

WOW! TELL ME WHERE THAT JUKE-JOINT IS-- AND I'LL MOVE IN!

LIKE RUN YOU WILL ROMEO!

I HOPE YOUR INSTRUCTOR WILL LET ME DROP IN ON YOUR SCHOOL SOMETIME, SCOTT! IT SOUNDS FASCINATING!

I'M SURE HE WILL, CANDY!

OR WILL HE? THE LAST THING WE NEED THERE IS VISITORS!

I COULD USE A FELLOW FEMALE ON CAMPUS!

HOLD AND HEarken, FRIENDS! BERNARD HAS COMPLETED HIS SPECIAL ODE FOR THIS MEMORABLE CELEBRATION!

WADDDAYAS KNOW! THAT METRICAL MOOCHER CAME THRU!

DID YOU DOUBT BERNARD? STRIKE A JOYOUS NOTE, SEYMOUR!

ER, THAT WILL DO, LAD!

AND SO...

"A BIRTHDAY'S LIKE A COMELY LASS, FROM SHADOWED NIGHT SHE DOES APPEAR..."

"YET, ALL THE WHILE YOU KNOW, ALAS-- SHE'LL ONLY SEE YOU... ONCE A YEAR!"

DO YOU HEAR WHAT I DO, ROBERT? FOR ONCE, I CAN ACTUALLY COMPREHEND ONE OF BERNARD'S ECLOGUES!

I THINK I LIKED IT BETTER THE OTHER WAY!

HUSH, BOBBY! THAT'S ONLY THE FIRST OF THIRTEEN STANZAS!

LIKE, I CAN'T BELIEVE IT! BERNARD'S GONE ESTABLISHMENT!

I ALWAYS KNEW, DOWN DEEP, HE WAS PETIT BOURGEOIS!

BUT, EVEN AS BOBBY DRAKE AND HIS YOUNG FRIENDS ENJOY THEMSELVES AT THE COFFEE A GO-GO...

...A FAR MORE SERIOUS --FAR MORE MOMENTOUS EVENT IS ABOUT TO OCCUR IN WESTCHESTER COUNTY...

AT LAST! THE FINAL EXPERIMENT IS COMPLETED-- THE FINAL CALCULATIONS HAVE BEEN MADE!

THE TIME HAS COME FOR THE ULTIMATE TEST-- AND, THERE CAN BE NO TURNING BACK!

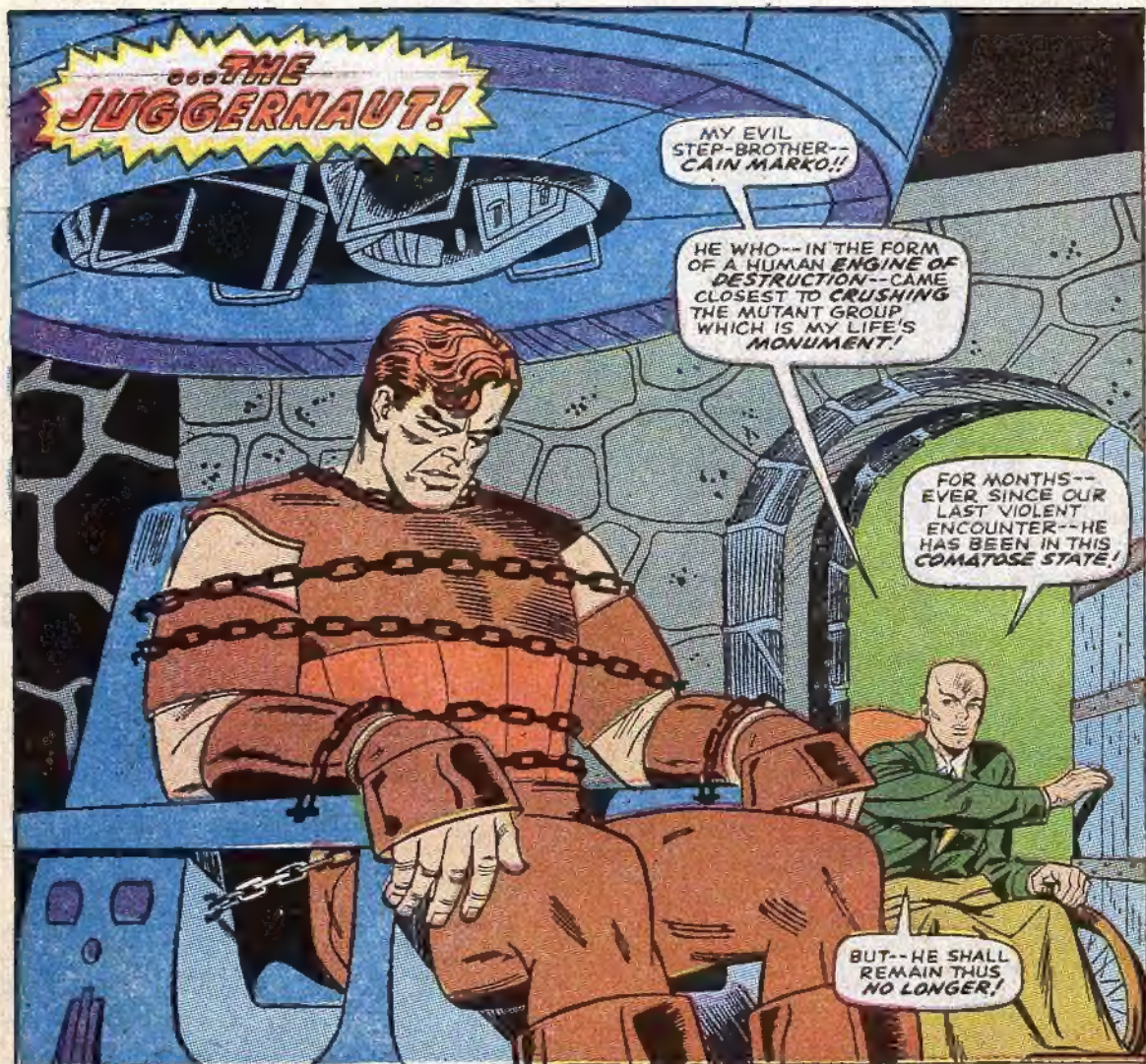
THESE PAST WEEKS, I'VE HIDDEN THE MYSTERY OF THIS LOCKED DOOR EVEN FROM MY TRUSTED X-MEN...

FOR, I WANTED NO ONE--NOT EVEN THEM-- TO SHARE THE DREAD SECRET THAT LIES BEHIND ITS OAKEN SILENCE!

AND NOW-- I FACE WHAT I MUST FACE... ALONE!

SO SPEAKING, CHARLES XAVIER TURNS THE ANCIENT KEY IN ITS LOCK-- AND, THE DOOR CREAKS OPEN, TO REVEAL...





MY EVIL  
STEP-BROTHER--  
CAIN MARKO!!

HE WHO-- IN THE FORM  
OF A HUMAN ENGINE OF  
DESTRUCTION-- CAME  
CLOSEST TO CRUSHING  
THE MUTANT GROUP  
WHICH IS MY LIFE'S  
MONUMENT!

FOR MONTHS--  
EVER SINCE OUR  
LAST VIOLENT  
ENCOUNTER-- HE  
HAS BEEN IN THIS  
COMATOSE STATE!

BUT-- HE SHALL  
REMAIN THUS  
NO LONGER!

THEN, MOMENTARILY... IRRESISTIBLY... THE MIND OF  
PROFESSOR X IS CAUGHT IN A FLEETING REMEM-  
BRANCE OF THINGS PAST...

I MUST RESTORE HIM TO  
NORMAL LIFE--OR PERISH  
IN THE ATTEMPT!

FOR, EACH OF US IS  
HIS BROTHER'S KEEPER--  
BUT, I FAILED CAIN...  
AND, IN DOING SO, MAY  
HAVE DOOMED HIM!

IF ONLY I HAD  
ACTED MORE  
RESOLUTELY--  
THAT FATEFUL,  
UNFORGETTABLE  
DAY IN KOREA...



"UNDER THE STRESS OF HEAVY MORTAR FIRE,  
CAIN MARKO DESERTED--AND FLED INTO A  
DARKENED CAVE! \* I FOLLOWED HIM, AND..."

THIS MUST BE THE SACRED  
LOST TEMPLE OF CYTTORAK!  
LEGENDS HAVE WARNED OF  
IT FOR CENTURIES!

THAT RUBY  
...IT LOOKS  
ALIVE!  
THERE'S AN  
INSCRIPTION  
ON IT!!

NO!!  
DON'T  
TOUCH  
IT!!  
DON'T!

\*CAN ANY TRUE  
MARVELITE FORGET  
THAT HEART-  
STOPPING MOMENT  
IN X-MEN #12?  
CERTAINLY NOT...  
SENTIMENTAL STAN!

CONTINUED AFTER NEXT PAGE



**MORE TRIUMPHS FOR MARVEL...!**



**NOW  
ON  
SALE!**



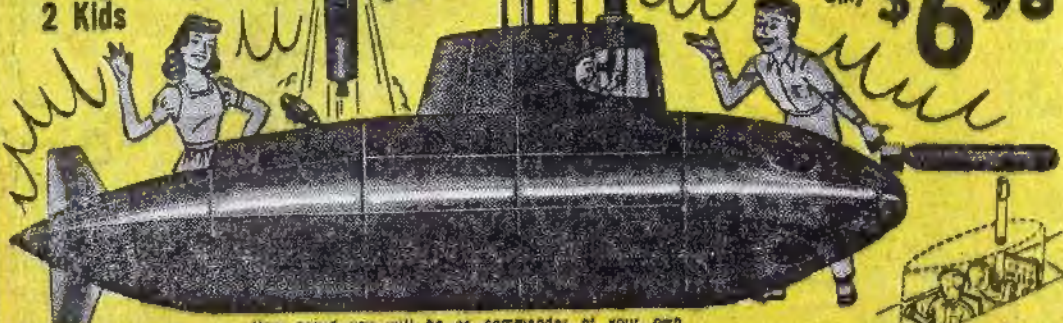


# POLARIS NUCLEAR SUB

Over 7 Feet Long  
Big Enough For  
2 Kids

Fires Rockets and Torpedoes

Only \$6<sup>98</sup>



## FEATURES

- Over 7 feet long
- Seats 2 kids
- Controls that work
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How proud you will be as commander of your own POLARIS SUB — the most powerful weapon in the world! What hours of imaginative play and fun as you and your friends dive, surface, maneuver, watch the enemy through the periscope and fire your nuclear missiles and torpedoes! What thrills as you play at hunting sunken treasures in pirate waters and exploring the strange and mysterious bottom of the deep ocean floor!

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## 10 DAY FREE TRIAL

HONOR HOUSE PROD. CO DEPT 77P528  
LYNBROOK, NEW YORK

Rush me my POLARIS NUCLEAR SUB. I can use it for 10 days and if I am not delighted return it for full purchase price refund.

- ☐ SEND IT PREPAID. I enclose \$6.98 plus 75c to help cover shipping charges.
- ☐ SEND IT C.O.D. I enclose \$1.00—will deposit and I will pay postman \$5.98 on delivery plus C.O.D. postage.

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ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_

ZONE \_\_\_\_\_

STATE \_\_\_\_\_

N.Y. State residents please add 4% sales tax.

# Would You BELIEVE...

that "Would You Believe"  
**GAG CARDS**  
will make you a Star  
of Stage, Screen & Tv? **NO?**

Would you believe they're the  
World's Funniest Cards to Flash  
on Friends and Relatives, at Work,  
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Happening, every Occasion.  
No one can top you when you Flash  
a "Would You Believe" Card on them.  
Would You Believe  
that for \$1,000 you can have  
100 cards as Funny or Funnier  
than the samples shown?

Would You Believe 100 Cards  
for only \$1? — You Better Believe It!!!

Be the First to be in on the  
"Would You Believe" Craze  
Flash them on your Friends,  
Stump your Family —  
Everyone will Roar!!!



one side of card

other side of card

WOULD YOU BELIEVE  
MY FLYING SAUCER  
IS PARKED OUTSIDE  
?

WOULD YOU BELIEVE  
A TRICYCLE  
?

WOULD YOU BELIEVE  
I CAN LIFT 7,000 LBS  
?

WOULD YOU BELIEVE  
2 LOLLIPOPS,  
AND A TOOTSIE ROLL  
?

WOULD YOU BELIEVE  
MILLIONS OF PEOPLE  
ADORE ME  
?

WOULD YOU BELIEVE  
MY MOTHER KIND OF  
LIKES ME  
?

GAG CARDS / 7551 Melrose Ave., Dept. 42 49 Hollywood, Calif. 90046

**Yes!**

I Believe It! Rush my sets of 100 "Would You Believe"  
Gag Cards at \$1 per set. I enclose \$\_\_\_\_\_

☐ Cash ☐ Check ☐ Money Order

☐ I enclose 25c extra for Special Rush Handling. No C.O.D.'s

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

Zip \_\_\_\_\_



"WHOEVER TOUCHES THIS GEM SHALL POSSESS THE POWER OF THE CRIMSON BANDS OF CYTTORAK!"

"HENCEFORTH,  
YOU WHO READ  
THESE WORDS,  
SHALL BECOME  
... FOREVERMORE  
A HUMAN  
JUGGERNAUT."

SOMETHING'S  
HAPPENING  
TO ME! I-- I'M  
CHANGING--!

**NOTHING  
CAN STOP  
IT NOW!  
CAIN  
MARKO  
NO LONGER  
EXISTS!**

"JUST THEN, AS FATE WOULD HAVE IT, AN ENEMY  
SNELL STRUCK A VITAL SPOT IN THE ROCK ABOVE  
US, AND, AS I WAS FORCED TO FLEE..."

NO... NO! IT  
CAN'T END  
THIS WAY!  
NOT NOW--!!

"BUT, THOUGH IT TOOK A DECADE, HE WHO HAD ONCE BEEN CALLED MARKO FINALLY CLAWED HIS WAY FROM BENEATH TONS OF MOUNTAINOUS RUBBLE..."

"...AND, AIDED BY THE UNCANNY, SUPERNATURAL POWERS OF CYTTORAK, LOCATED ME--WHOM HE HAD ALWAYS HATED --AT MY SCHOOL!"

"ONLY THE COMBINED MIGHT OF THE X-MEN AND THE HUMAN TORCH WAS ABLE TO DEFEAT HIM..."

WITHOUT  
HIS  
HEADSAIL  
HE'LL BE  
VULNERABLE  
TO THE  
PROFESSOR'S  
MENTAL  
BOLTS!

MY  
HELMET!!

I TURNED HIM OVER TO THE AUTHORITIES FOR TREATMENT... BUT, HE HAS REMAINED IN A COMA ALL THIS TIME!

EVENTUALLY, I  
OBTAINED  
CUSTODY OF THE  
JUGGERNAUT...  
AND NOW, THE  
MOMENT OF  
TRUTH IS AT  
HAND!

CAN I DESTROY  
MY NEMESIS...  
AND RESTORE  
MY BROTHER?

AND NOW, IF ONLY TO RELIEVE  
THE TITANIC TENSION FOR A  
MOMENT, LET'S SWITCH OUR  
SCENE BACK TO COLORFUL  
GREENWICH VILLAGE...

THAT WAS OUT OF SIGHT,  
BERNARD! DIDN'T IT SNAP  
YOUR MIND, BOBBY?

UH...LET'S  
JUST SAY  
IT WAS  
**SOMETHIN'**  
**ELSE**, AND  
LET IT GO  
AT THAT!

BERNARD  
HUMBLY  
THANKS  
YOU, HIS  
AVANT-  
GARDE  
ADMIRERS!

WHAT'S THAT  
OBSTREPEROUS  
CLAMOR FROM  
OUTSIDE?

IT SOUNDS LIKE  
TUNING OF

IT SOUNDS LIKE  
A BUNCH OF  
RACING MOTORS!  
BUT, WHY--?  
HOLY  
HANNAH!!

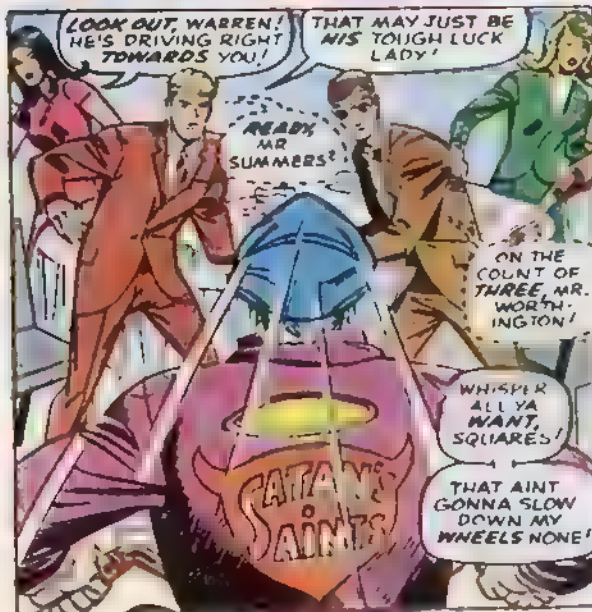
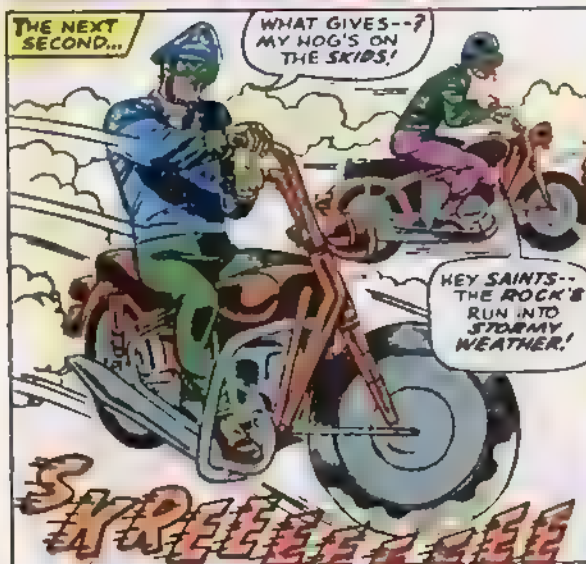
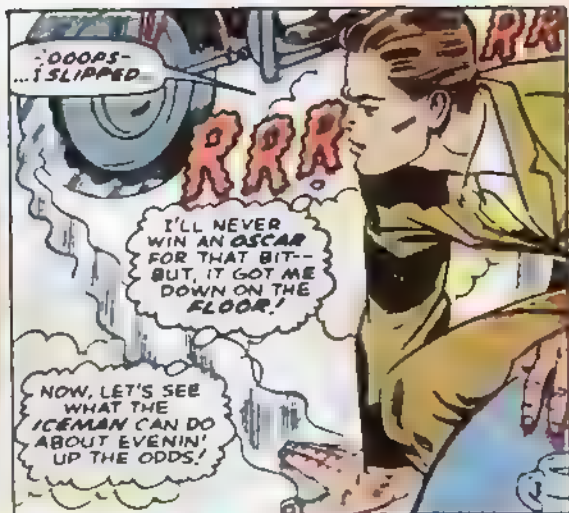
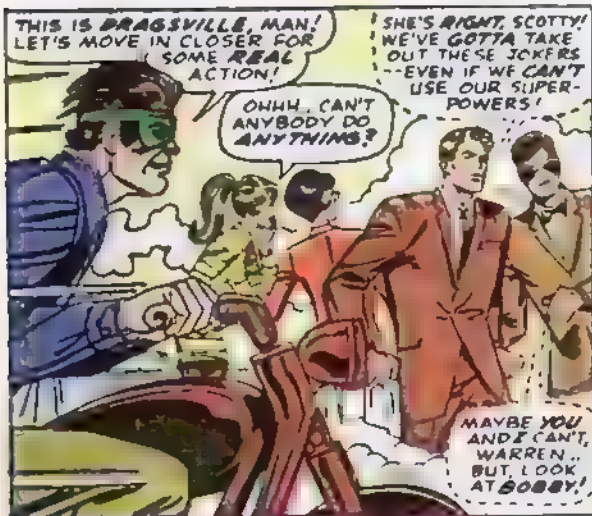
LOOK!  
THERE--  
COMING  
STRAIGHT  
AT THE  
WINDOW..!

IT ISN'T  
POSSIBLE!

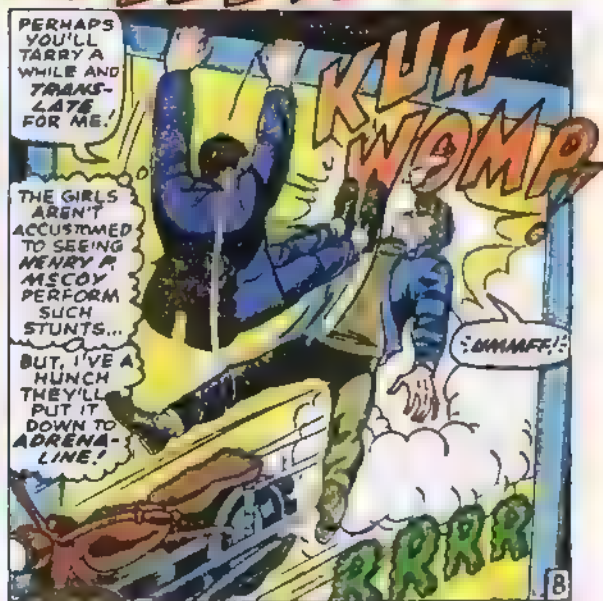
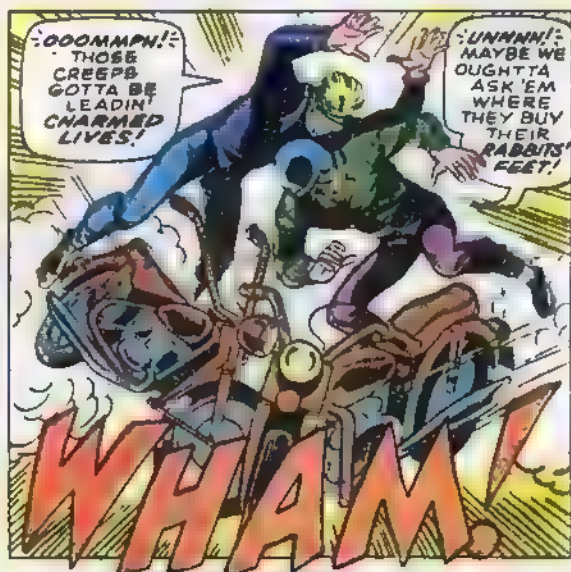
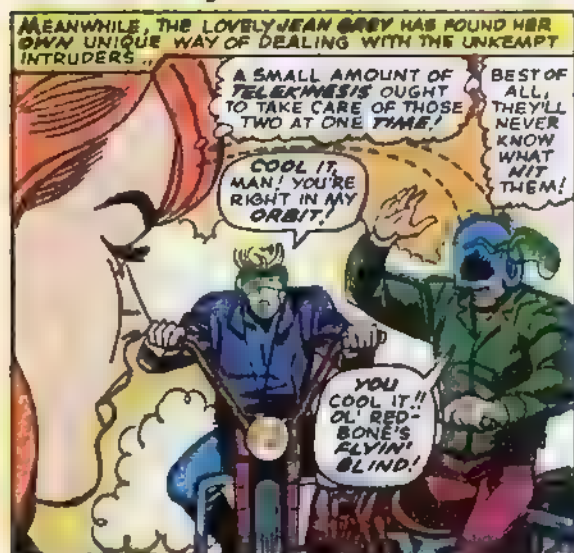
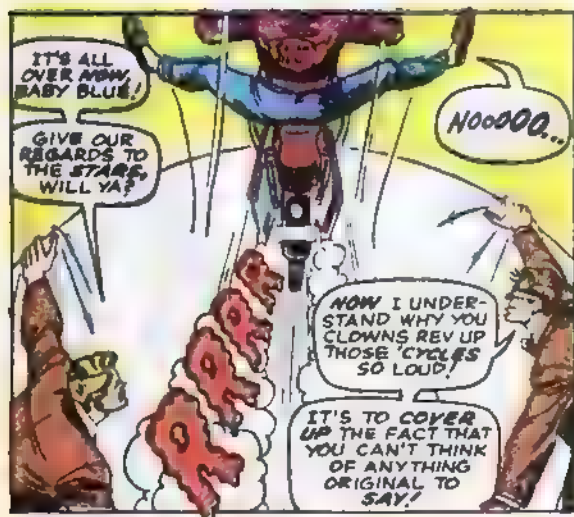












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**LOOK, FELLOWS!**  
 You Can Win Your Choice of  
 Neat Prizes **FREE** Regularly  
**PLUS** AS MUCH \$100 to \$500 CASH  
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## If You're a Boy 12 Years Old or Older, You Can Be a Happy, Prosperous GRIT Salesman

Join over 30,000 boys who win dandy **FREE** Prizes and make as much as \$1.00 to \$5.00 and even more, selling **GRIT** to friends, neighbors, relatives and others, every week. Everyone is eager to buy **GRIT** from you at only 15¢ a copy, because it contains World News, Sports, Women's Features, Children's Page, Popular Comics, Games, Puzzles, Exciting Fiction.

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If coupon is already torn out, print your name, address, age and date of birth and mail it to:

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 Williamsport, Penna. 17701

**GRIT PUBLISHING CO.,**  
 Williamsport, Pa., 17701

PLEASE PRINT

Dept. MC 47

Send my first bundle of papers, selling helps and prize offers.

Name

Are You a Boy? ☐ Age  Date Born  Year

In Care of

Street and No.  R.F.D.

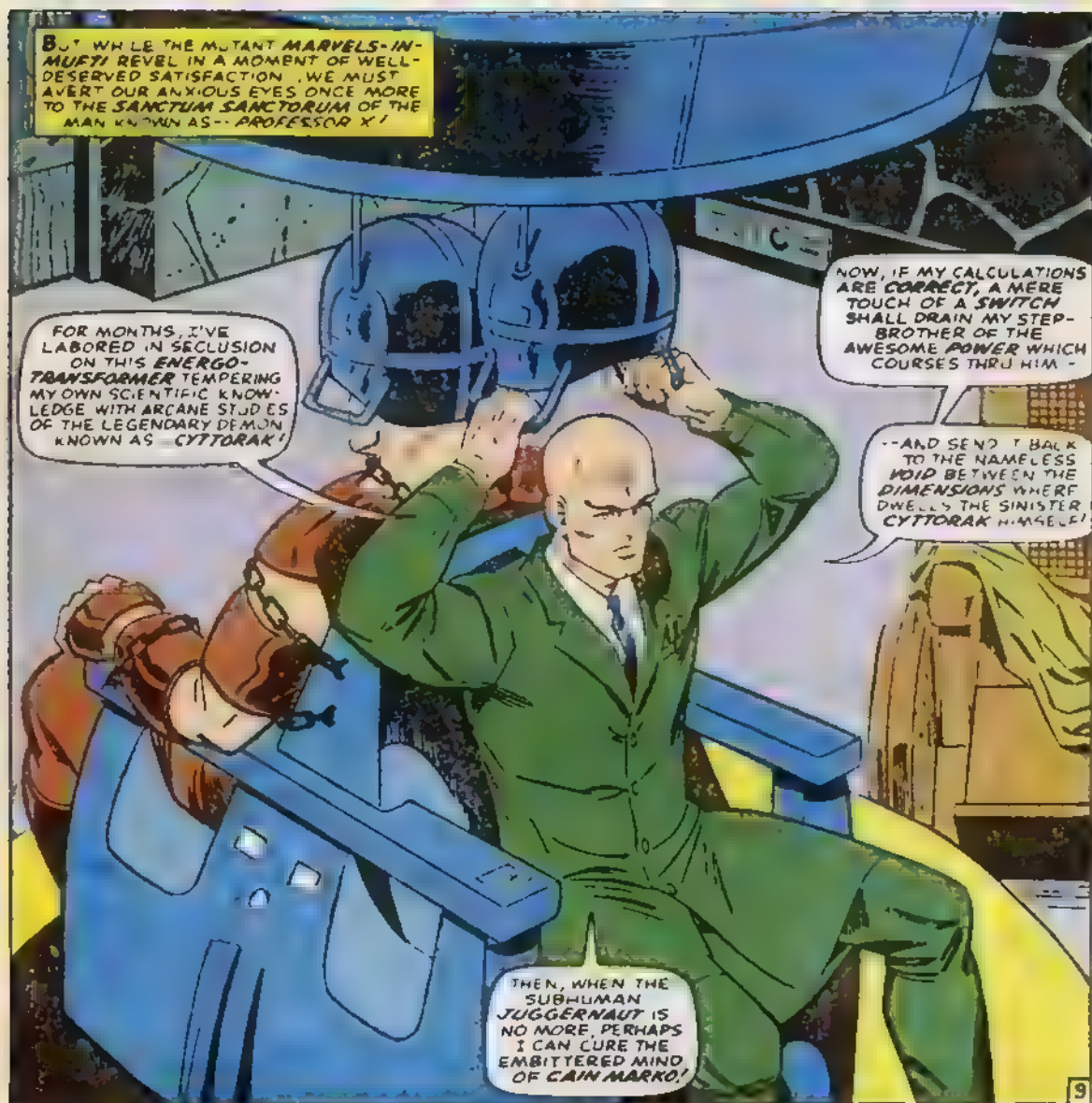
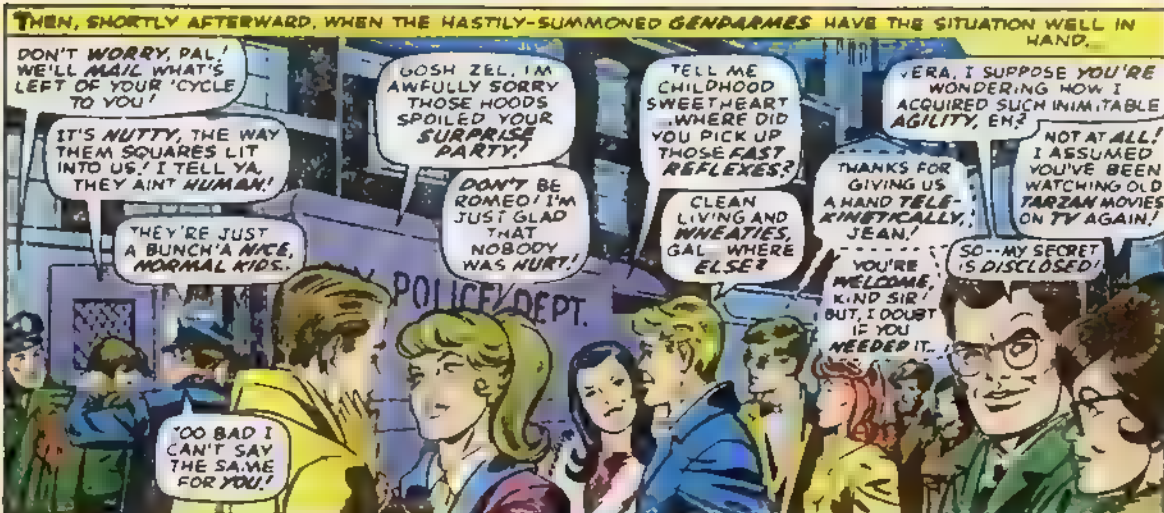
Post Office  State

Zip Code No.

Print Your  
 Last Name  
 Plainly Here

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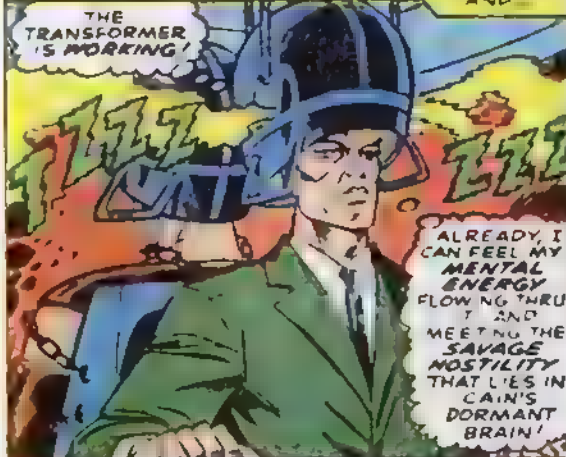






SCANT SECONDS LATER, AFTER AN INSTANT'S HESITATION--A FATEFUL SWITCH IS ACTIVATED, AND

THE TRANSFORMER IS WORKING!



ALREADY, I CAN FEEL MY MENTAL ENERGY FLOWING THROUGH AND MEETING THE SAVAGE HOSTILITY THAT LIES IN CAIN'S DORMANT BRAIN!

THUS, THE MENTAL AGONY MOUNTING WITH EACH PASSING MOMENT, THE X-MEN'S MENTOR CONTINUES HIS BATTLE FOR THE SOUL OF HIS STEP-BROTHER...

MY PSYCHE-SCREEN REGISTERS THAT THE ENERGY FLOW HAS REACHED THE DANGER POINT!

I MUST NOW KEEP MY EFFORTS AT PRECISELY THE SAME LEVEL... AND SEE IF THEY CAN PURGE CAIN OF THE SPELL OF CYTTORAK!

THE NEXT FEW SECONDS WILL BE DECISIVE!

SUDDENLY, WITHOUT WARNING...

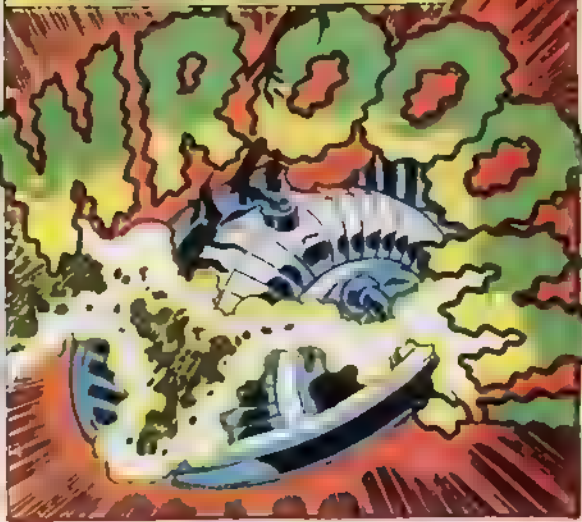
SOMETHING'S GONE WRONG! I CAN SENSE SOME NEW POWERFUL ALIEN FORCE ENTERING CAIN'S MIND, ADDING TO HIS OWN NATURAL RESISTANCE!

YET, THE MACHINE HAS BEEN PROGRAMMED ONLY TO HANDLE TWO SUCH MENTAL FORCES!



IT CAN'T STAND THE STRAIN OF A THIRD--

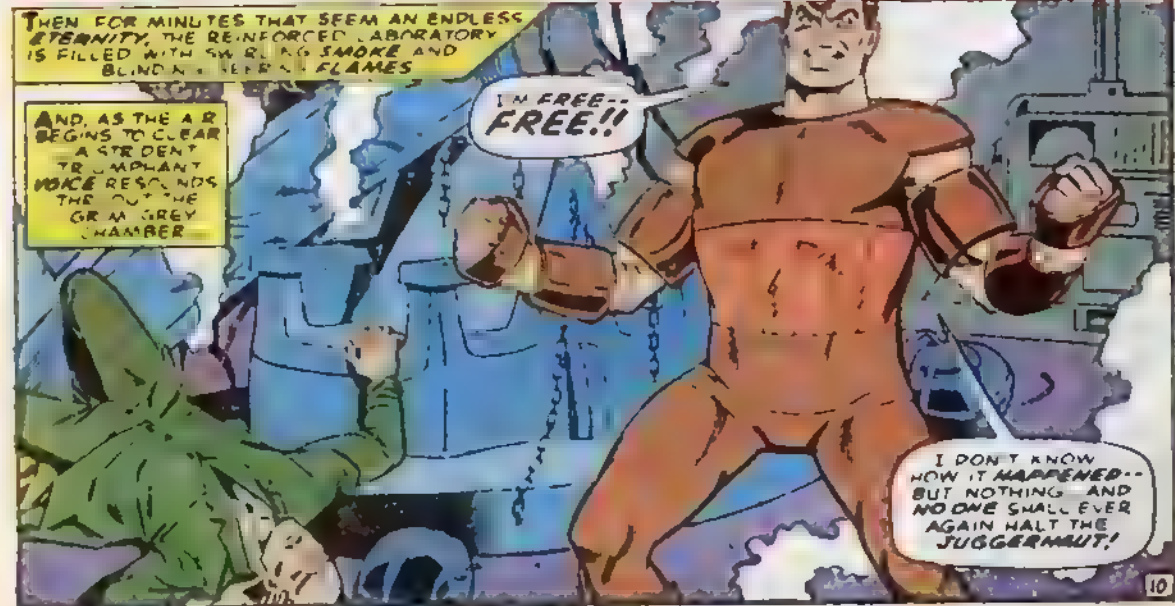
BUT, BEFORE EVEN THE ALERT BRAIN OF PROFESSOR X CAN REACT



THEN FOR MINUTES THAT SEEM AN ENDLESS ETERNITY, THE REINFORCED LABORATORY IS FILLED WITH SWIRLING SMOKE AND BLINDING RED AND ORANGE FLAMES

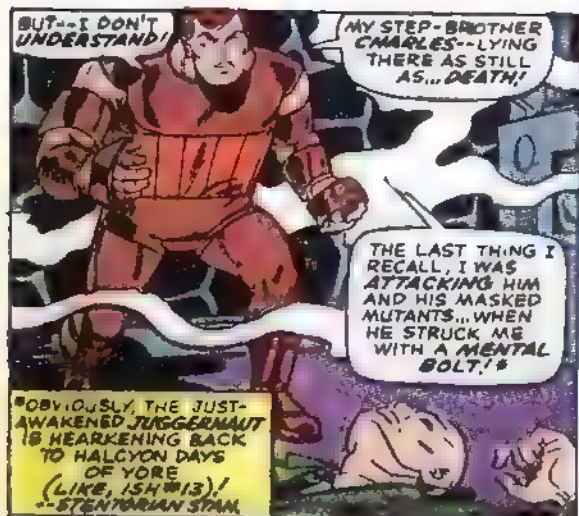
AND, AS THE AIR BEGINS TO CLEAR, A STRIDENT TRIUMPHANT VOICE RESOUNDS THROUGH THE GRIM GREY CHAMBER

I'M FREE-- FREE!!



I DON'T KNOW HOW IT HAPPENED-- BUT NOTHING-- AND NO ONE SHALL EVER AGAIN HALT THE JUGGERNAUT!





BUT--I DON'T UNDERSTAND!

MY STEP-BROTHER CHARLES--LYING THERE AS STILL AS... DEATH!

THE LAST THING I RECALL, I WAS ATTACKING HIM AND HIS MASKED MUTANTS... WHEN HE STRUCK ME WITH A MENTAL BOLT!

OBVIOUSLY, THE JUST-AWAKENED JUGGERNAUT IS HEARKENING BACK TO HALCYON DAYS OF YORE (LIKE, 154413)! --STENTORIAN STAM.



NO MATTER! WHATEVER STRUCK HIM DOWN JUST SAVED ME THE TROUBLE OF DESTROYING HIM!

NOW TO DON MY PSIONIC HELMET, WHICH XAVIER SO OBLIGINGLY LEFT NEARBY...

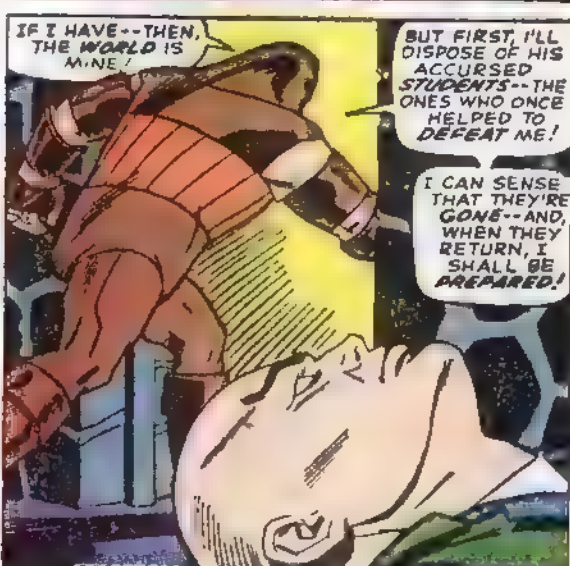


AND, AS HE DOES...

AN! ONCE AGAIN, I EXUDE AN AURA OF SNEER ENERGY, EVEN WHEN STANDING STILL!

WAIT! I CAN FEEL YET ANOTHER ABILITY COURSEING THRU ME--ENABLING ME TO MENTALLY PROBE THE ENTIRE BUILDING!

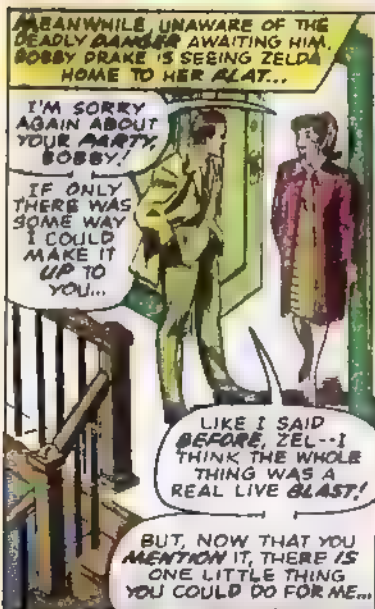
IT MUST MEAN--IT CAN ONLY MEAN--THAT, SOMEHOW, I'VE ALSO ABSORBED MY STEP BROTHER'S MENTAL POWERS!



IF I HAVE--THEN, THE WORLD IS MINE!

BUT FIRST, I'LL DISPOSE OF HIS ACCURSED STUDENTS--THE ONES WHO ONCE HELPED TO DEFEAT ME!

I CAN SENSE THAT THEY'RE GONE--AND, WHEN THEY RETURN, I SHALL BE PREPARED!



MEANWHILE, UNAWARE OF THE DEADLY DANGER AWAITING HIM, BOBBY DRAKE IS SEEING ZELDA HOME TO HER ALAT...

I'M SORRY AGAIN ABOUT YOUR PARTY, BOBBY!

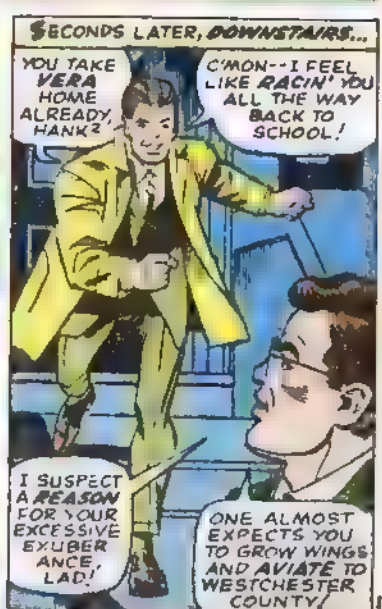
IF ONLY THERE WAS SOME WAY I COULD MAKE IT UP TO YOU...

LIKE I SAID BEFORE, ZEL--I THINK THE WHOLE THING WAS A REAL LIVE BLAST!

BUT, NOW THAT YOU MENTION IT, THERE IS ONE LITTLE THING YOU COULD DO FOR ME...



NAMELY... THIS!



SECONDS LATER, DOWNSTAIRS...

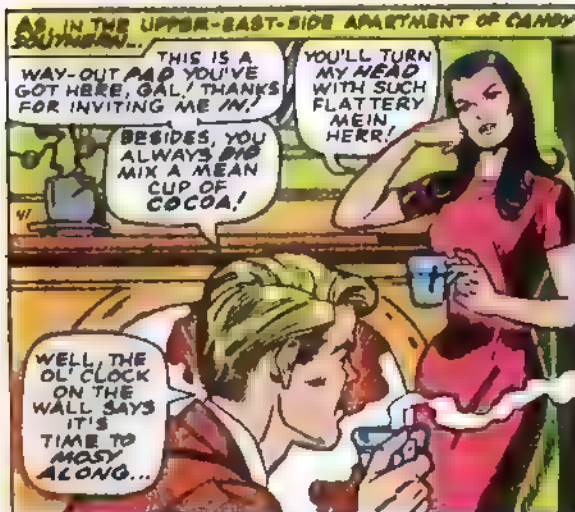
YOU TAKE VERA HOME ALREADY, HANK?

C'MON--I FEEL LIKE RACIN' YOU ALL THE WAY BACK TO SCHOOL!

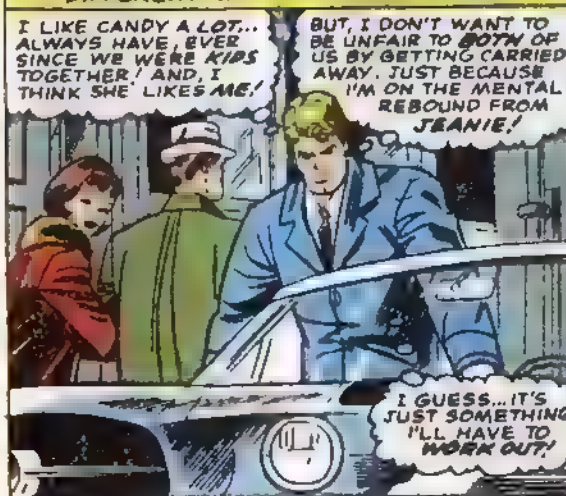
I SUSPECT A REASON FOR YOUR EXCESSIVE EXUBERANCE, LAD!

ONE ALMOST EXPECTS YOU TO GROW WINGS AND AVIATE TO WESTCHESTER COUNTY!

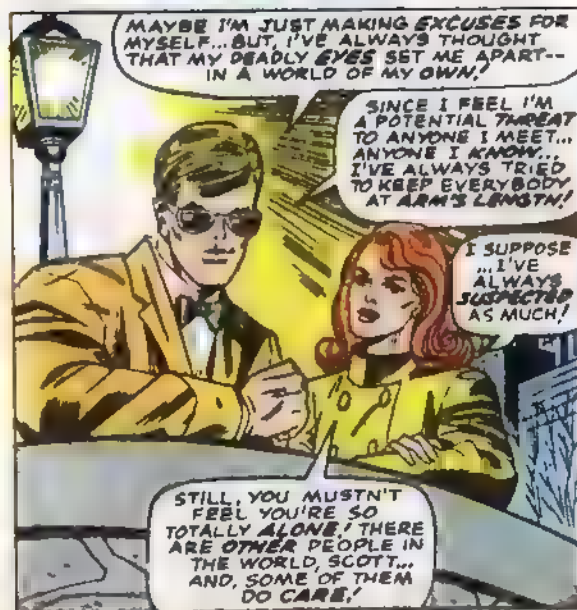
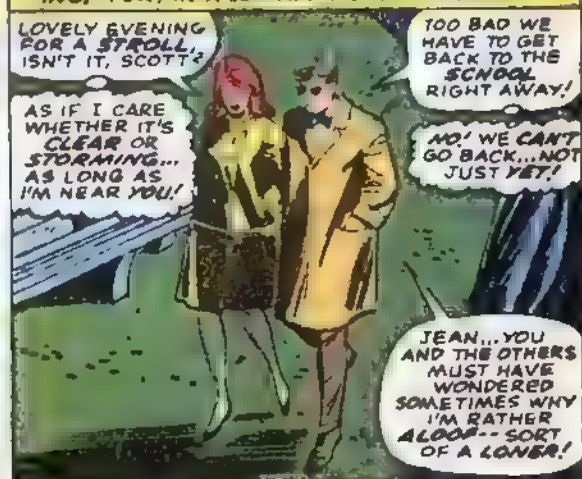




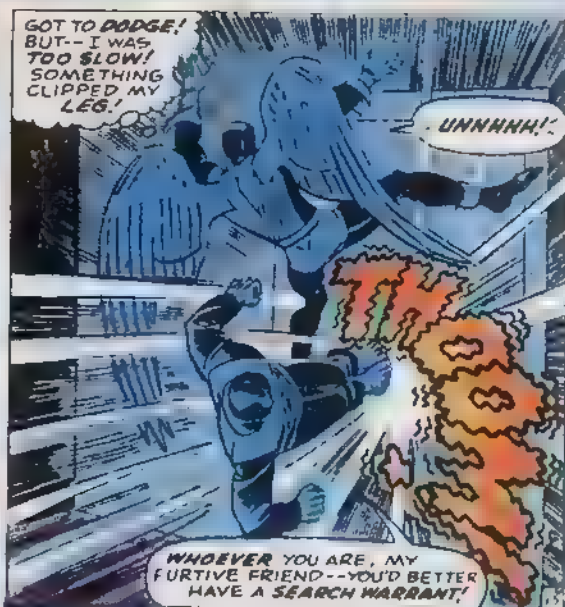
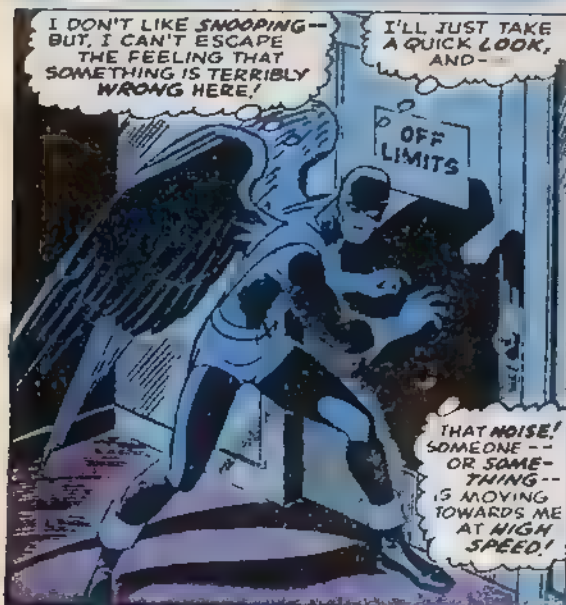
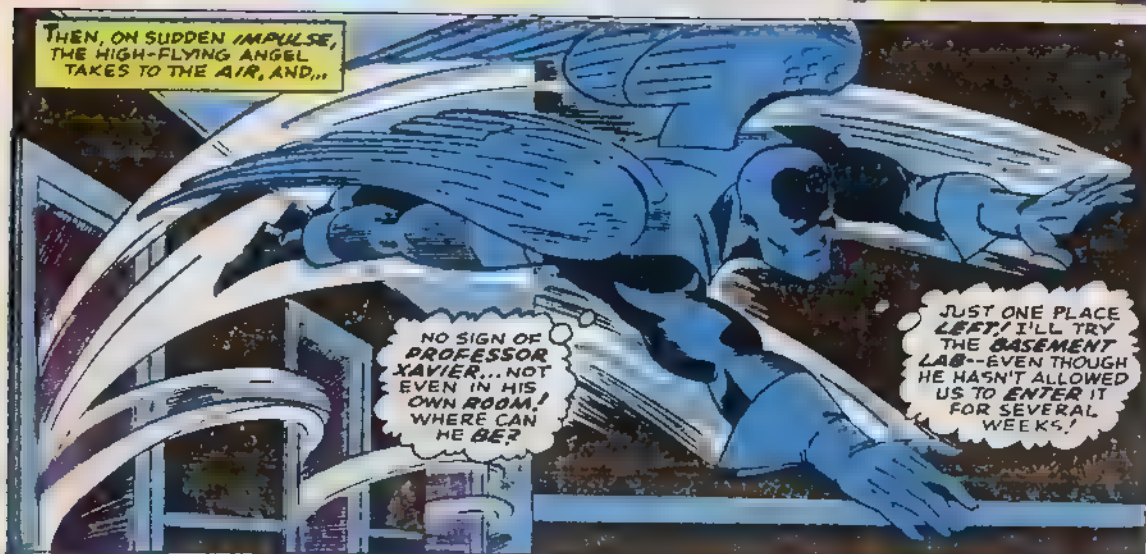
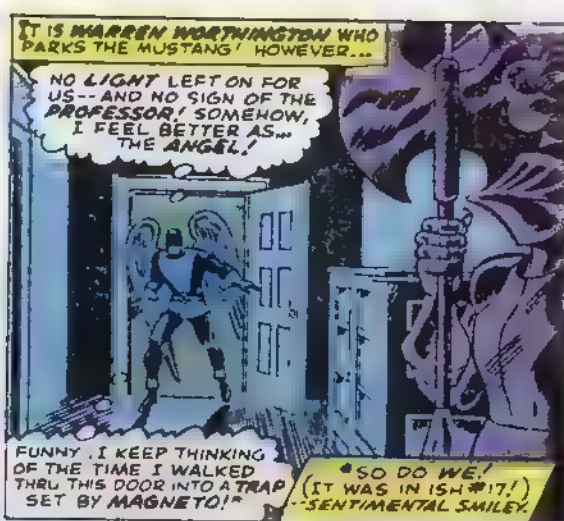
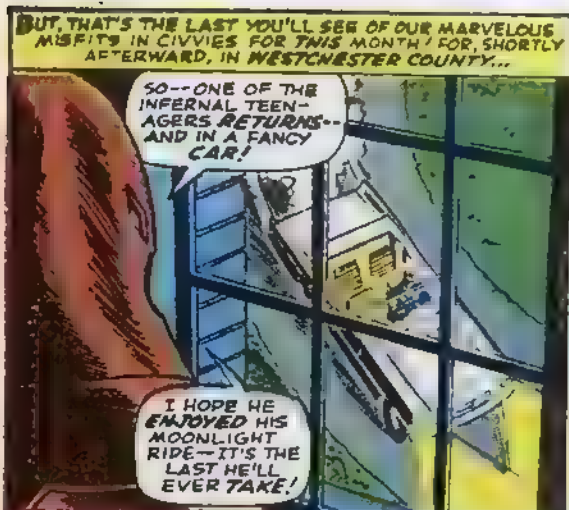
HOWEVER, BY THE TIME THE WEALTHY YOUNG MUTANT REACHES HIS PARKED MUSTANG, A MUCH DIFFERENT MOOD HAS SEIZED HIM...



AND NOW, IF YOU THINK OUR GLIMPSES INTO THE X-MEN'S PERSONAL LIVES ARE OVER FOR THIS ISN, THAT JUST SHOWS YOU HAVEN'T BEEN COUNTING! FOR, IN A CERTAIN MID-CITY PARK...







CONTINUED AFTER NEXT PAGE



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AMAZING

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## SPY PEN

DEVELOPED BY THE GERMAN SECRET SERVICE IN WORLD WAR II. USED BY INTERPOL!

Can also be used as a powerful telescope. No other device gives both features — secret wide angle vision and telescopic close-ups. Plus a booklet on spy secrets and autographed pictures of Solo and Ilya

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WALLACE W. REUMANN

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The first 100 students of SUPER KARATE in the Oriental system of self-

defense in which you turn your body into a powerful weapon of attack. When you know how to use KARATE you can defend yourself in any situation. When you apply KARATE techniques you can defend yourself in any situation. When you apply KARATE techniques you can defend yourself in any situation. When you apply KARATE techniques you can defend yourself in any situation.

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With KARATE you can disarm an opponent, rush you with his fists, a broken bottle, a knife, a gun, or any kind of bludgeon. You can disarm an opponent at any time. You can disarm an opponent at any time. You can disarm an opponent at any time. You can disarm an opponent at any time.

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completely consistent, of yourself and your skill to handle yourself. You will walk with a determined and confident step. You will look any man in the eye and you will win. The student in the front edge the "NORTH" and you will win. The student in the front edge the "NORTH" and you will win. The student in the front edge the "NORTH" and you will win.

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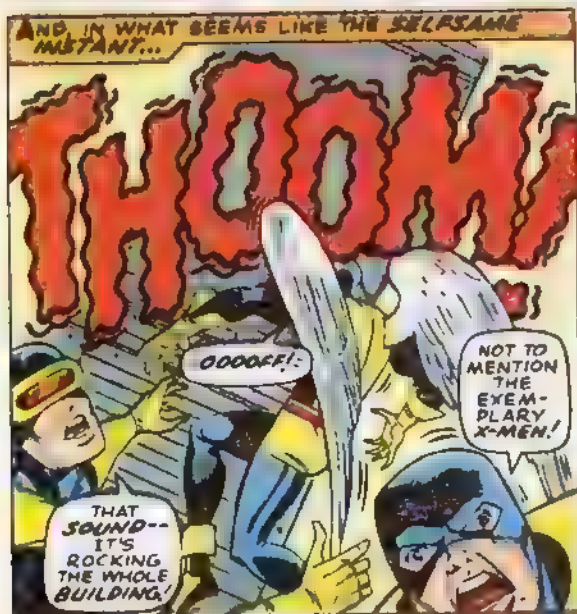
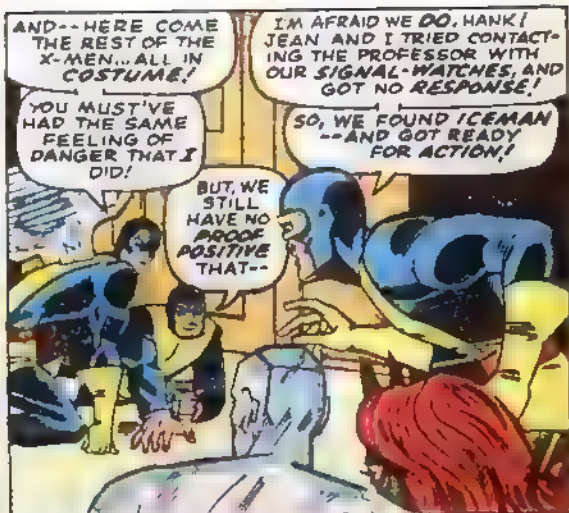
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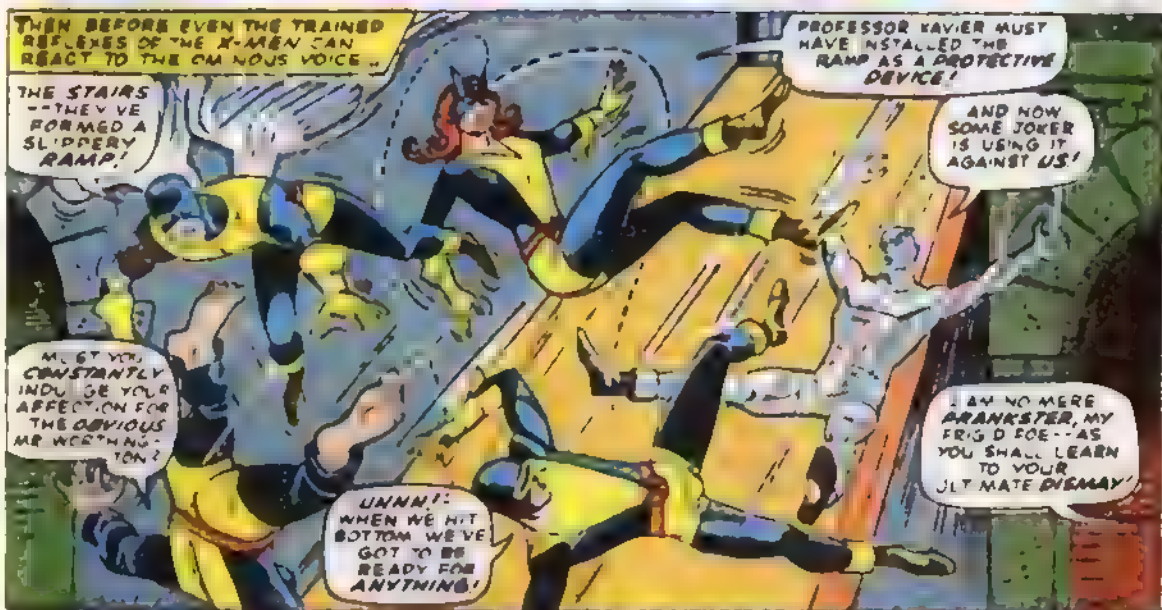
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☐ I understand that by studying KARATE I am morally bound and obligated never to practice KARATE as an aggressor, only to defend myself and will never abuse it.









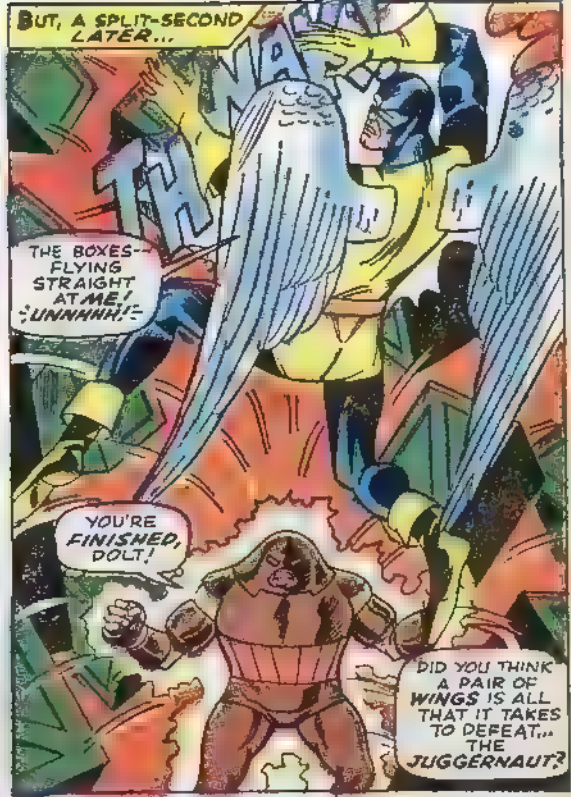




HOWEVER, NO MERE WORDS CAN HALT THE FAST-FLYING ANGEL, AS HE ZOOMS THRU THE MURKY BLACKNESS, TOWARDS...

THAT STACK OF CRATES! I SAW SOMETHING MOVE BEHIND IT-- SOMETHING HUGE!

IF IT WAS OUR MYSTERIOUS ATTACKER, MAYBE I CAN MOVE QUICKLY ENOUGH TO TAKE HIM BY SURPRISE!

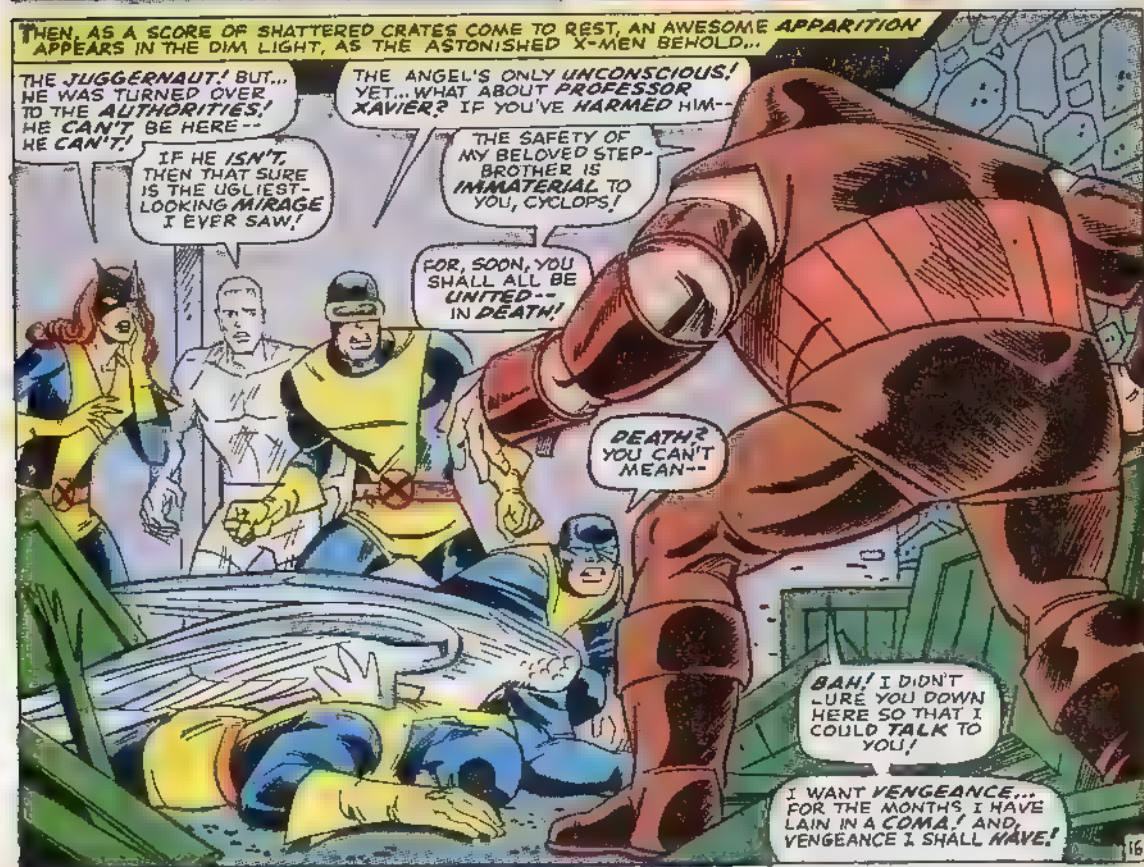


BUT, A SPLIT-SECOND LATER...

THE BOXES-- FLYING STRAIGHT AT ME! UNNNNNH!

YOU'RE FINISHED, DOLT!

DID YOU THINK A PAIR OF WINGS IS ALL THAT IT TAKES TO DEFEAT... THE JUGGERNAUT?



THEN, AS A SCORE OF SHATTERED CRATES COME TO REST, AN AWESOME APPARITION APPEARS IN THE DIM LIGHT, AS THE ASTONISHED X-MEN BEHOLD...

THE JUGGERNAUT! BUT... HE WAS TURNED OVER TO THE AUTHORITIES! HE CAN'T BE HERE-- HE CAN'T!

IF HE ISN'T, THEN THAT SURE IS THE UGLIEST-LOOKING MIRAGE I EVER SAW!

THE ANGEL'S ONLY UNCONSCIOUS! YET... WHAT ABOUT PROFESSOR XAVIER? IF YOU'VE HARMED HIM--

THE SAFETY OF MY BELOVED STEP-BROTHER IS IMMATERIAL TO YOU, CYCLOPS!

FOR, SOON, YOU SHALL ALL BE UNITED-- IN DEATH!

DEATH? YOU CAN'T MEAN--

BAH! I DIDN'T LURE YOU DOWN HERE SO THAT I COULD TALK TO YOU!

I WANT VENGEANCE... FOR THE MONTHS I HAVE LAIN IN A COMA! AND, VENGEANCE I SHALL HAVE!

CONTINUED AFTER NEXT PAGE



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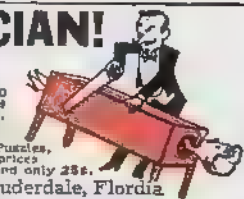
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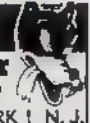
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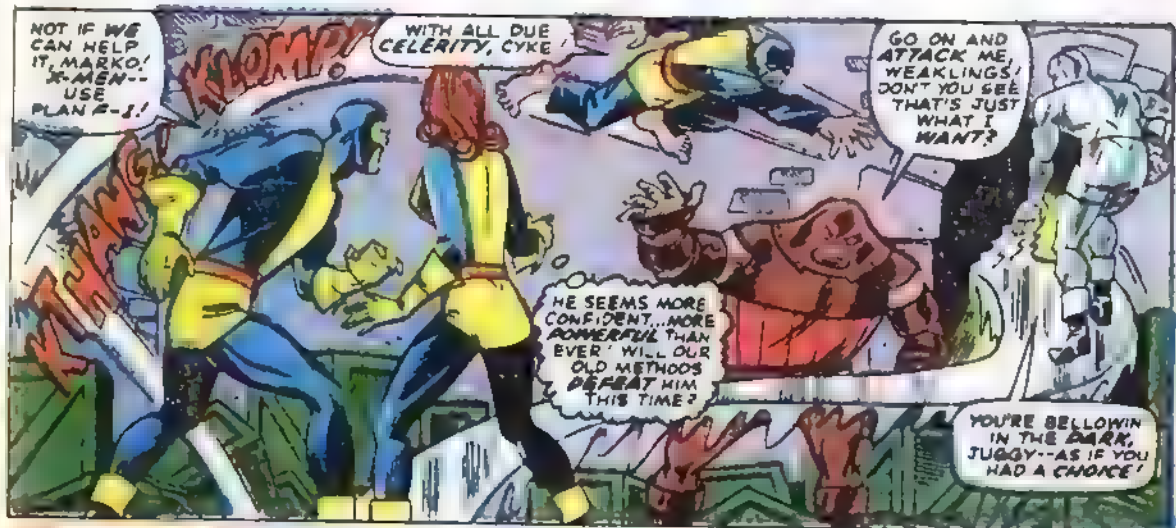
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NOT IF WE CAN HELP IT, MARKO! X-MEN--USE PLAN A-J!

WITH ALL DUE CELERITY, CYKE!

GO ON AND ATTACK ME, WEAKLINGS! DON'T YOU SEE THAT'S JUST WHAT I WANT?

HE SEEMS MORE CONFIDENT...MORE POWERFUL THAN EVER! WILL OUR OLD METHODS DEFEAT HIM THIS TIME?

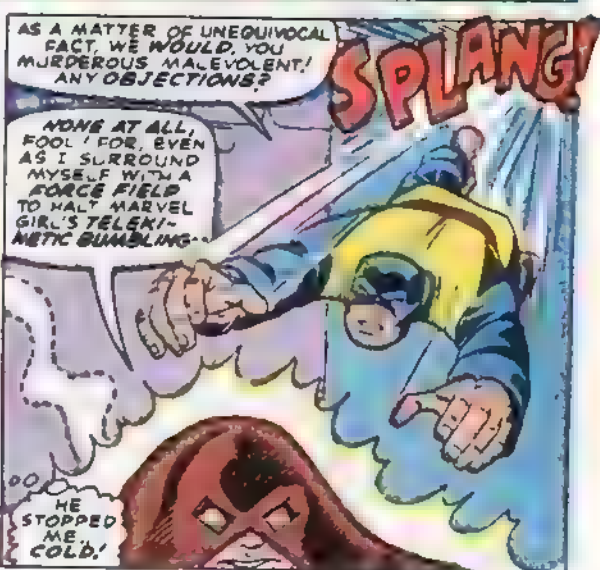
YOU'RE BELLOWIN IN THE DARK, JUGGY--AS IF YOU HAD A CHOICE!



THE FIRST TIME WE MET, THE JUGGERNAUT WAS DEFEATED BY LOSING HIS PSYCHIC HELMET--WITHOUT WH CH HE'S MORE VULNERABLE TO OUR POWERS!

I'VE GOT TO LOOSEN THE HELMET--SO THAT ONE OF THE OTHERS CAN REMOVE IT AT THE RIGHT MOMENT!

SO--THE BEAST AND CEMAN WOULD TRY A FLANKING APPROACH, EH?



AS A MATTER OF UNEQUIVOCAL FACT, WE WOULD, YOU MURDEROUS MALEVOLENT! ANY OBJECTIONS?

NONE AT ALL, FOOL! FOR, EVEN AS I SURROUND MYSELF WITH A FORCE FIELD TO HALT MARVEL GIRL'S TELEKINETIC GUMBLING--

HE STOPPED ME, COLD!



--I CREATE ENOUGH RAW ENERGY TO SEND YOU TWO CAREENING INTO EACH OTHER!

THEY DON'T REALIZE THAT I HAVE GAINED XAVIER'S MENTAL POWERS--AND THAT I KNOW EVERY MOVE THEY INTEND TO MAKE!

BEAST--LOOK DU--!!

MAN! HOW SIMP.E.T IS TO DEMONSTRATE MY SUPERIORITY TO YOU WERE MUTANTS!

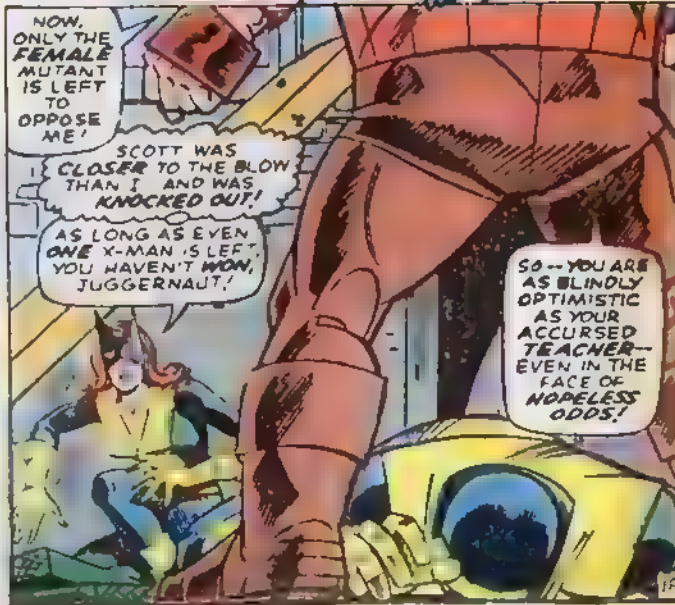
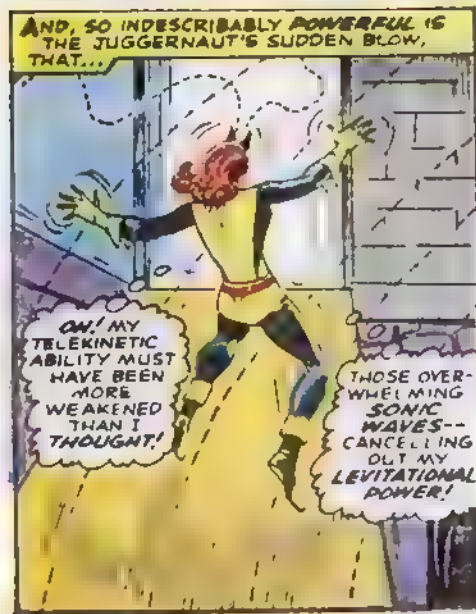
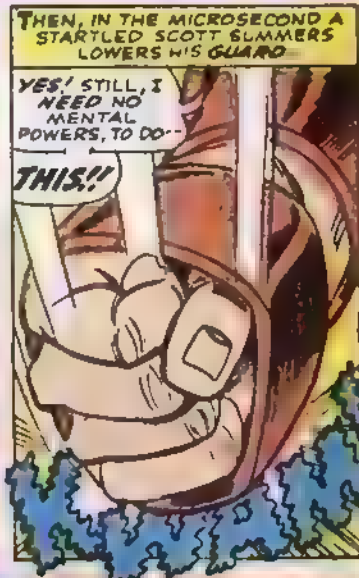
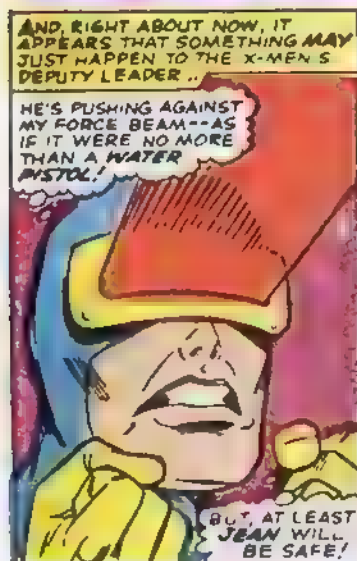
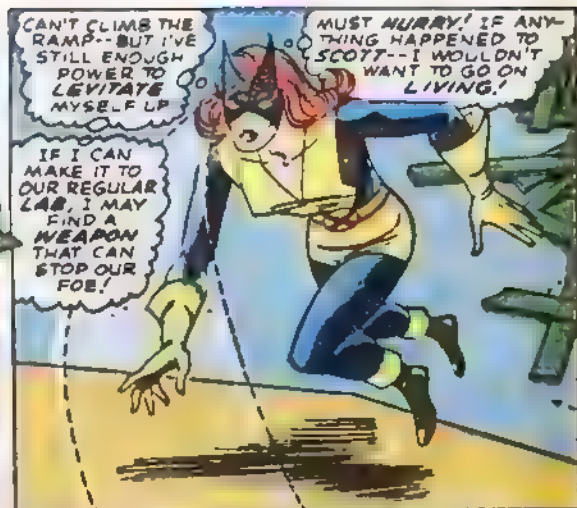


HE GOT HANK AND BOBBY! IS THERE NO WAY TO STOP HIM?

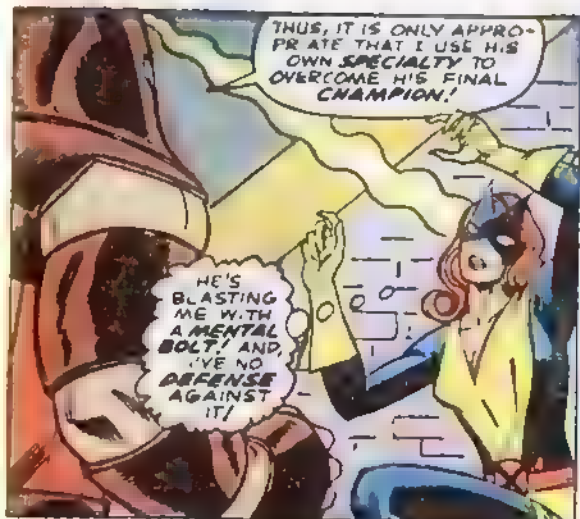
THERE MUST BE--THERE HAS TO BE! AND IF THERE IS, WE'LL FIND IT--OR DIE TRYING!

RIGHT THE SECOND TIME, YOU SUPER-POWERED STRIPLING! THIS IS THE END--FOR YOU AND THE GIRL!





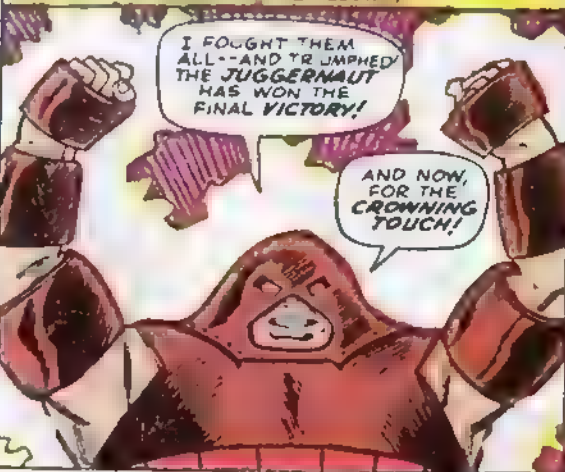




THUS, IT IS ONLY APPROPRIATE THAT I USE HIS OWN SPECIALTY TO OVERCOME HIS FINAL CHAMPION!

HE'S BLASTING ME WITH A MENTAL BOLT! AND, I'VE NO DEFENSE AGAINST IT!

THE NEXT MOMENT, AS THE UNCONSCIOUS JEAN GREY SLUMPS TO THE FLOOR...



I FOUGHT THEM ALL--AND TRUMPHED! THE JUGGERNAUT HAS WON THE FINAL VICTORY!

AND NOW, FOR THE CROWNING TOUCH!

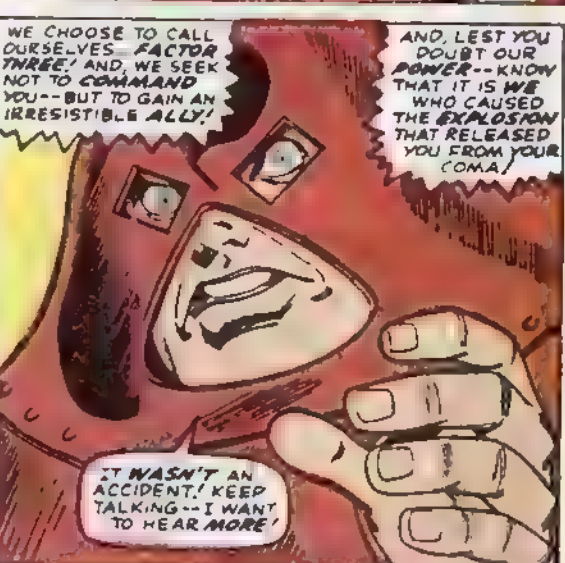


I'LL BURY XAVIER AND HIS PRECIOUS MUTANTS... IN THE DEBRIS OF HIS OWN SCHOOL! THEN--

NO, JUGGERNAUT! FORGET THE PROFESSOR--IT IS TIME TO CONCERN YOURSELF WITH MORE IMPORTANT MATTERS!

HUH? SOME POWERFUL VOICE-- INSIDE MY OWN BRAIN!

WHO WOULD DARE TRY TO COMMAND THE JUGGERNAUT?



WE CHOOSE TO CALL OURSELVES... FACTOR THREE! AND, WE SEEK NOT TO COMMAND YOU--BUT TO GAIN AN IRRESISTIBLE ALLY!

AND, LEST YOU DOUBT OUR POWER--KNOW THAT IT IS WE WHO CAUSED THE EXPLOSION THAT RELEASED YOU FROM YOUR COMA!

IT WASN'T AN ACCIDENT! KEEP TALKING--I WANT TO HEAR MORE!



THERE WILL BE TIME FOR TALK LATER! RIGHT NOW, YOU MUST STEAL A TRANSATLANTIC JET--AND JOIN US AT OUR SECRET BASE IN EUROPE!

NO ONE TELLS THE JUGGERNAUT WHAT HE MUST DO!

YET, XAVIER APPEARS DEAD--AND HIS MUTANTS HOLD NO INTEREST FOR ME NOW!

SO, I CHOOSE TO COME TO YOU--OF MY OWN FREE WILL!



BUT, FATE MOVES IN STRANGE WAYS--OCCASIONALLY, EVEN IN THE GUISE OF A BROKEN WATER-PIPE.

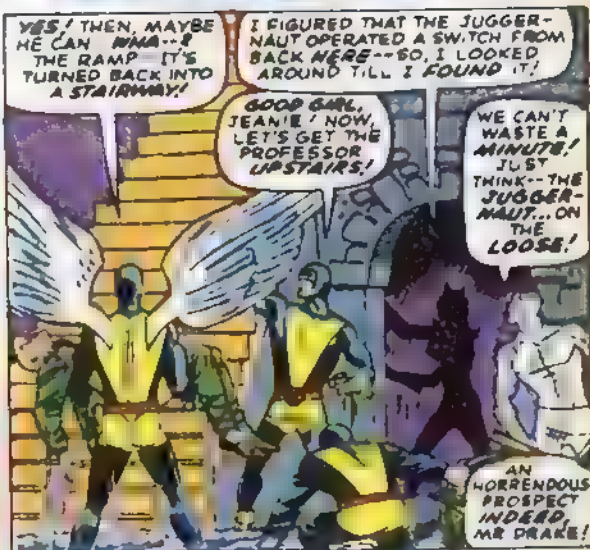
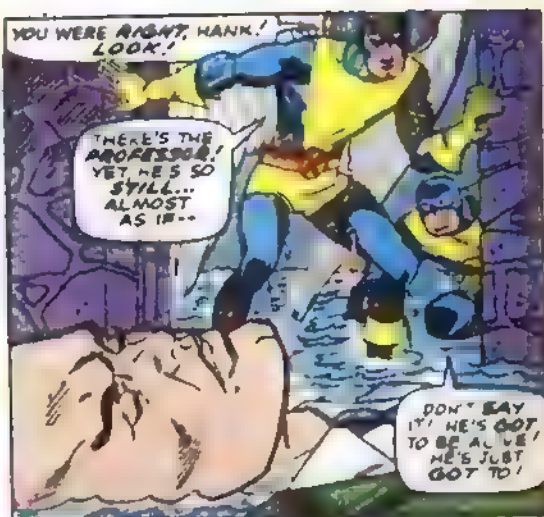
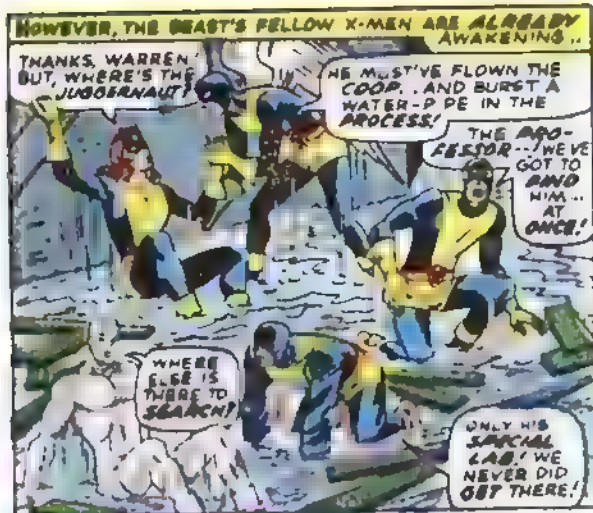


AND SO, ONLY A FEW MINUTES AFTER THE VIOLENT DEPARTURE OF THE JUBILANT JUGGERNAUT...

WHERE AM I? OH, NOW I REMEMBER--

I'D BEST REVIVE THE OTHERS--BEFORE WE'RE ALL COMPLETELY INUNDATED!





**NEXT ISH:**

THE INVINCIBLE, UNSTOPPABLE JUGGERNAUT ON A RAMPAGE--  
Plus:  
INTO THE CRIMSON COSMOS OF...  
**CYTTORAK!**  
(THIS ONE YOU GOTTA SEE, TIGER!!)

NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE...



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Let's go racing! This is an exciting new model of a jet race boat. It's a real "jet" boat, with a powerful jet engine. It's a real "jet" boat, with a powerful jet engine. It's a real "jet" boat, with a powerful jet engine.

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### JOKE NOT SEAT

Get a joke not seat! This is a real "jet" boat, with a powerful jet engine. It's a real "jet" boat, with a powerful jet engine. It's a real "jet" boat, with a powerful jet engine.

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8. THOR			
9. X-MEN			
10. SGT. FURY			
TOTAL			

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CHECK SIZE  
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HULK ☐ YOUTH ☐ ADULT

TOTAL

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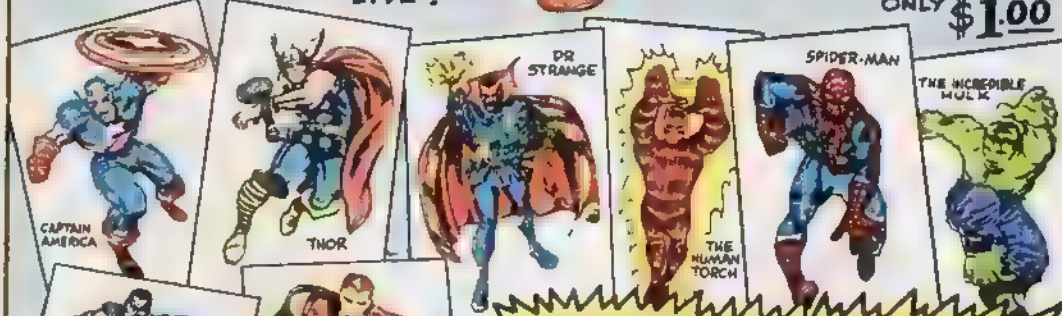
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NEW YORK, N. Y. 10022

Dear Stan, Roy, and Werner.

Greetings from the Emerald Isle! After many years of reading your marvellous comics, I felt the need of putting pen to paper to write, or rather "right", a great wrong at Marvel. It concerns the X-Men. Now I haven't read them all so I haven't seen all the letters pages. So if someone has told you this before, well, that's hard luck. The thing is that Magneto is not a mutant! One of your earlier masterpieces contained the story of Magneto—check your files and be ready for a shock. They way he got his power in the story was one similar to others you've written. He went up in a spaceship and through cosmic rays and such, thus getting his powers. Anyway, don't worry. You're still the greatest comic group in the world. By the way, there's a story going around that Irving Forbush and Millie the Model are connected romantically—is it true??

Eamonn Keenan, 107 Longlands Rd.  
Newton Abbey, Belfast, No. Ireland

Not a bit, Eamonn—not any more than the singularly spurious rumor that Spidey's Aunt May used to go steady with the Ancient One in high school! Incidentally, we're a wee bit confused (so what else is new?) by your statement that Magneto gained his powers from cosmic rays. We peerlessly pored over such early X-MEN issues as we could locate, without finding such a tale—or could you be referring to our earlier fantasy classics, whose myriad monsters had many names in common with our later super-villains? If so, we can only plead guilty to the charge of using some names in more than one story, and remind you of our deathless motto: "Why use a good name once when you can use it twice?" (Don't worry, though—there'll be curly locks on Professor X's head before we pit our mutant marvels against a baneful baddie called "Googam, Son of Goom"!)

Dear Stan, Roy, and Werner,

I have been a faithful fan of the X-Men for a long time—but issue #28 was the best book I've seen yet! It was absolutely fab! I think the Banshee is the greatest criminal yet, and putting Marvel Girl back with the X-Men made the story more exciting and intriguing. I don't quite agree with putting the Mimic alongside the X-Men.

He's all right, but will never take the place of the Angel. I've been hunting like mad to my family to give me a subscription to the X-MEN. They have said that it isn't much of a present, but I'll keep up asking till (I hope) they agree!

John Shellhorn, 1615 Best Blvd.  
Wichita Falls, Tex.

We'll go you one better, Johnny, lad! In our usual capriciously confusing manner, we're sending you a complimentary subscription to X-MEN! With this vexing and perplexing problem out of the way, you can go on to ever greater, ever more pressing matters! Namely, now you can start hinting to your parents for subscriptions to SPIDEY, F.F., and the rest of our titanicly titillating titles! (Or, how sneaky can a Bullpen be?)

Dear Stan, Roy, and Werner,

Bravo! Thou hast done it again. X-MEN #28, of course, is the trustworthy target of my calculated cliché. As usual, Smilin' Stan has weaved together his unsurpassable uniformed editing while Rascally Roy has written a scintillating story. Even Smashing Smek (sounds like a bulldozer) has created his own image in lifting lettering. But Irving Forbush as a noisemaker? I've heard a lot of scurrilous remarks about ironic Irv, but this has to be too much! Irving Forbush Robotics in issue #22 and Mayan Headdresses by Irving in issue #26 are just a few of the wild and woolly adjectives and imaginative acts attributed to poor Irving. Getting back to the subject of the X-Men (as if you thought I wrote this letter to Irving Forbush Enterprises, Inc.), the Banshee is a strange character, but he's a welcome change from other villains like the Sentinels, Unus, the Blob, Magneto, the Mimic and the Stranger. Namely, he's original! The same goes for the ogling Ogre! Keep up the good work. How about bringing back some more super-hero guest-star talents? Yours till Irving Forbush decides to take Stan's place!

Dean Turumoto, 3493 Remco St.  
Castro Valley, Cal 94546

Are you kiddin', pal? Already, the Irrepressible One has ol' Stan so shook-up over the prospect of being replaced that Smiley's barricaded himself in his office and only comes out on alternate Tuesdays! (Why then? That's



the day when Honest Irv inspects his Mayan haberdashery, natch!)

Dear Stan, Roy, and Werner,

What are you guys pulling off? If you don't know what I'm referring to, I'll be glad to explain. In *SUSPENSE* #65 the title of the Iron Man story was "When Titans Clash". That was okay—in fact, I thought it was very good. Then *THOR ANNUAL* #1 came out. As we all know, the first story was about the historic fight between Thor and Hercules. I opened the cover only to find the words "When Titans Clash" covering one-fourth of the page. Now the same title *twice* I don't mind. I figure you deserve it. Then *X-MEN* #29 came out. Thrilled as I was, when I opened the book, I could have wished I never did, for there it was, in big yellow letters, the words "When Titans Clash" staring up at me. I was so furious that I didn't even read the story. I just got down and wrote this letter. Twice I don't mind, but three times — uh-uh. So how about it? I know you guys are smarter than that and that you can think up titles by the bushels. So in the future try not to pass it along to still another mag—it might ruin your great reputation!

Stanley Kremiski, 23 W. Union St.  
Nanticoke, Pa. 18634

**What great rep, Stanley? You're the second frantic one this ish to catch us repeating ourselves—and, once again, we are woefully bereft of any comeback except our immortal credo: "Why use a good name once when you can use it three times?" (Forgive us, O True Believer—we'll try to come up with a new deathless line by next month!)**

Dear Stan, Roy, and Werner,

I'm writing this letter while still lying in bed at noon-time with a stack of *X-Men* to my left, *SPIDEY* to my right, *SUSPENSE* in front of me, and the rest of my Marvels beside the bed within easy reach of my greedy little hands. Now, let's get down to business. Your mags are the greatest! But there are a few things I'd like changed in them. First of all, the romance between Jean and Scott is getting downright pitiful! It reads like a soap opera. Instead of all the turmoil and fear, couldn't we have at least one little kiss—or, at the very least, have Jean fall into Scott's arms and admit that she loves him? Thor is much better romance-wise — and Spidey with Mary Jane — *WOW* and *DOUBLE-WOW*! Even Tony Stark and Pepper have gotten together. Still you keep Scott and Jean apart. Can't you take care of that please? I'd also like to see the *X-Men* become respected and applauded by the public—like the *F.F.* and the *Avengers*! Finally, I'd like to see more covers like *X-Men* #17. That was your greatest cover yet! I guess I've said enough for now. Thanks for your mags—they lift my spirits when they are down and are, every one, treasures to behold!

Karl Hammer, Route 1  
Cataragui, Ontario, Canada

And your liltin' letter is, likewise, a glittering jewel in the crown of constructive criticism, Mr. H! In fact, you might've noticed that, in this very ish which lies pulsating in your

hands, we've already begun to subtly shift the relationship between gorgeous Jeanie and our ray-blastin' recluse! As to where we go from here—nobody knows except Omniscient Irv, and he isn't talking! (And, we're so happy about the latter development that we aren't planning to rock the boat by asking him!)



Dear Stan, Roy, and Werner,

*X-MEN* #28 was a great story. The Banshee was a fantastic villain, although the Ogre was not very imaginative. At last, for once, the *X-Men* finally fought a mutant and not a bunch of robots, crooks, or corny villains who are not the *X-Men*'s equals by any means. Now here is my no-prize application—some people are born with the ability to emit low-power laser rays or some type of beam from their eyes. This is a proven fact, because if an antiseptic agent of some kind were not used, the eyes would be filled with bacteria. Just ask any optometrist. So all in all, Cyclops' optic-blasts could be as such, magnified from birth, and therefore hyper-powerful. And now please give me the nice no-prize with all the no-paint and the multi-colored no-wrap.

Gary Bullock, 4918 Pearl St.  
Anderson, Ind. 46014

We had it all stashed away for you in a corner and marked with a no-tag, Gary—but, when we went to put the no-stamps on so we could drop it in the no-mail, one of our less beneficent Bullpeners had already claimed it for his own! As Maxwell Smart would say, "You missed it by *that* much!" Better luck next time, lad! (And if that doesn't stall you off till we have time to dream up an honest-to-Professor-X origin for ol' *Cyke*, at least nobody can say we didn't *try*!)

**NEXT ISH:** As you might have already guessed, *X-MEN* #33 features the senses-staggering show-down between our misunderstood mutants and the prodigiously powerful *Juggernaut*! But, just for good measure, we've also tossed in a mind-snapping struggle in the *Crimson Dimension*—as *Cyke* and *Jeanie* come face to face with the eternally evil entity known as . . . *THE OUTCAST*! And, as a topper, you'll see our battling brood come yet one step closer to the inevitable, cataclysmic confrontation with the mysterious super-powered group known as *Factor Three*! (All this—plus a surprise ending that'll knock you outta your tinsel-covered tree! You expect more from *Marvel*—and you get it! 'Nuff said!)



# Must I Lose My Hair



**T**ODAY about 15,000,000 Americans are bald or getting bald. Yet many of them need not have lost their hair, or continue to lose it. If baldness cannot be cured, at least in many cases it can be prevented. In fact, we have been doing just that for 20 years.

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E. K., Cleveland, Ohio

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R. W. C., Cicero, Ill.

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**says  
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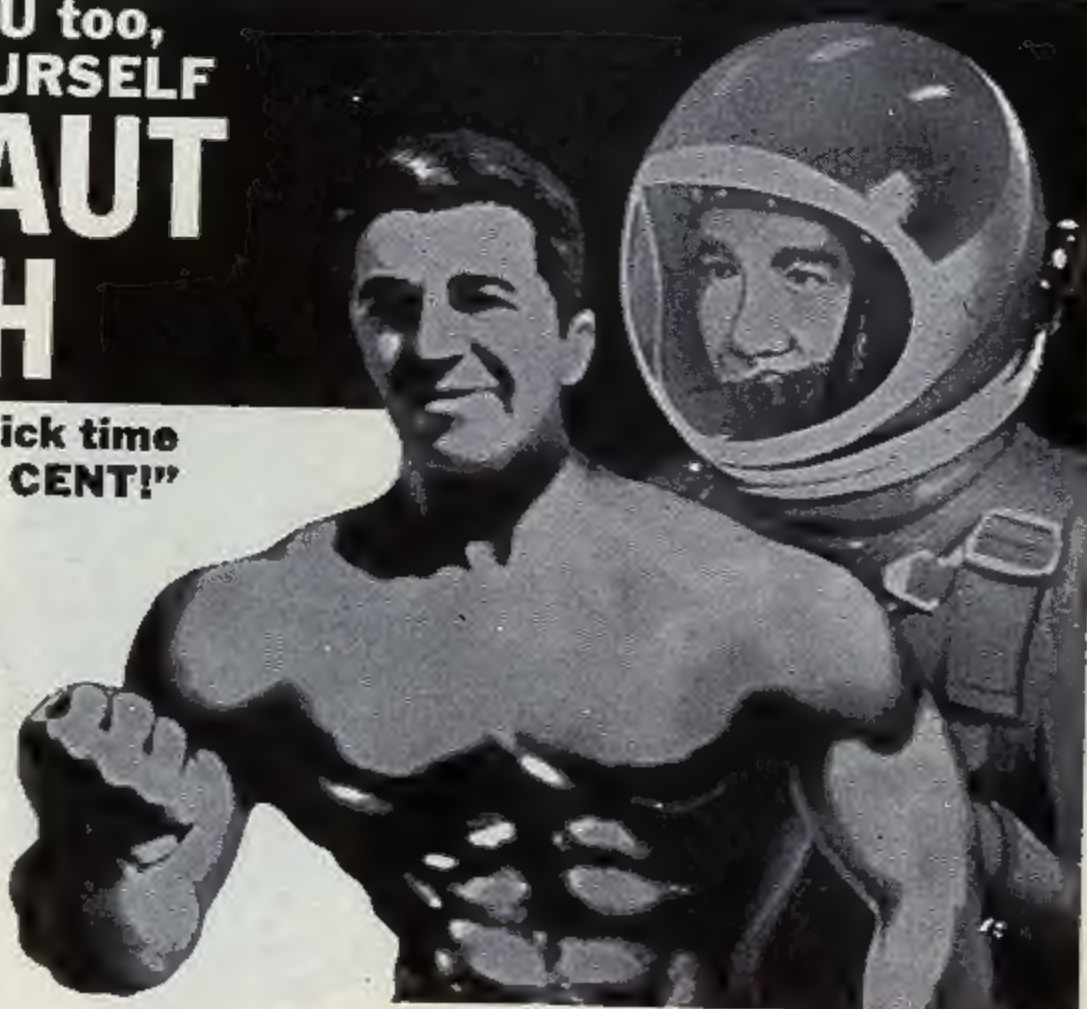
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Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

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He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

The famous artists agreed. Taking time from their busy careers, they created a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 “here’s-how” illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, they developed a wonderful way to give each student personal correction and advice all through his training.

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